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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re	: Chapter 11
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DELPHI CORPORATION, et al.,	: Case No. 05-44481 (RDD)
	:
Debtors.	: (Jointly Administered)
	:
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JOINT STIPULATION AND AGREED ORDER COMPROMISING  
AND ALLOWING PROOF OF CLAIM NUMBER 14140  
(SPCP GROUP, L.L.C., AS AGENT FOR SILVER POINT CAPITAL  
FUND, L.P. AND SILVER POINT CAPITAL OFFSHORE FUND, LTD., AS ASSIGNEE OF  
JABIL CIRCUIT)

Delphi Corporation and certain of its subsidiaries and affiliates, including Delphi Diesel Systems Corporation ("Delphi Diesel") and Delphi Automotive Systems LLC ("DAS LLC"), debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), and SPCP Group, L.L.C., as agent for Silver Point Capital Fund, L.P. and Silver Point Capital Offshore Fund, Ltd., (collectively, "SPCP Group"), as assignee of Jabil Circuit, respectfully submit this Joint Stipulation And Agreed Order Compromising And Allowing Proof Of Claim Number 14140 (SPCP Group as assignee of Jabil Circuit) (the "Joint Stipulation") and agree and state as follows:

WHEREAS, on October 8, 2005 (the "Petition Date"), the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, on July 31, 2006, SPCP Group filed proof of claim number 14140 against DAS LLC, which asserts an unsecured non-priority claim in the amount of \$1,641,742.91 (the "Claim") stemming from the sale of goods.

WHEREAS, on December 21, 2007, the Debtors objected to the Claim pursuant to the Debtors' Twenty-Fourth Omnibus Objection Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To (A) Duplicate Or Amended Claims, (B) Claims Not Reflected On Debtors' Books And Records, (C) Untimely Claims, And (D) Claims Subject To Modification, Modified Claims Asserting Reclamation, And Claim Subject To Modification That Is Subject To Prior Order (Docket No. 11588) (the "Twenty-Fourth Omnibus Claims Objection").

WHEREAS, on January 18, 2008, SPCP Group filed its Response And Objection of SPCP Group, L.L.C. Et Al. to Debtors' Twenty-Fourth Omnibus Objection Pursuant To 11

U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To (A) Duplicate Or Amended Claims, (B) Claims Not Reflected On Debtors' Books And Records, (C) Untimely Claims, And (D) Claims Subject To Modification, Modified Claims Asserting Reclamation, And Claim Subject To Modification That Is Subject To Prior Order (Docket No. 12262) (the "Response").

WHEREAS, to resolve the Twenty-Fourth Omnibus Claims Objection with respect to the Claim, Delphi Diesel, DAS LLC, and SPCP Group have agreed to enter into this Joint Stipulation.

WHEREAS, pursuant to this Joint Stipulation, Delphi Diesel and DAS LLC acknowledge and agree that the Claim shall be allowed against the estate of Delphi Diesel in the amount of \$1,407,641.55 and against the estate of DAS LLC in the amount of \$217,650.62, for an aggregate amount of \$1,625,292.17.

WHEREAS, Delphi Diesel and DAS LLC are authorized to enter into this Joint Stipulation either because the Claim involves ordinary course controversies or pursuant to that certain Amended And Restated Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 8401) entered by this Court on June 26, 2007.

THEREFORE, the Debtors and SPCP Group stipulate and agree as follows:

1. The Claim shall be treated as an allowed general unsecured non-priority claim and allowed in the amount of \$1,625,292.17, of which \$1,407,641.55 shall be allowed against the estate of Delphi Diesel and \$217,650.62 shall be allowed against the estate of DAS LLC.

2. SPCP Group, on its behalf and on behalf of each of its predecessors,

successors, assigns, parents, subsidiaries, and affiliated companies, and each of their former, current, and future officers, directors, owners, employees, and other agents (the "SPCP Group Releasing Parties"), hereby acknowledges that the allowance of the Claim is in full satisfaction of the Claim and hereby waives any and all rights to assert, against any and all of the Debtors, that the Claim is anything but a prepetition general unsecured non-priority claim against Delphi Diesel and DAS LLC in the amounts specified in paragraph 1 of this Joint Stipulation. Subject to the terms of this Joint Stipulation, and the allowance of the Claim as specified in paragraph 1 of this Joint Stipulation, the SPCP Group Releasing Parties further release and waive any right to assert any other claim, cause of action, demand, or liability of every kind and nature whatsoever, including those arising under contract, statute, or common law, whether or not known or suspected at this time, which relate to the Claim or which the SPCP Group Releasing Parties have, ever had, or hereafter shall have against the Debtors based upon, arising out of, related to, or by reason of any event, cause, thing, act, statement, or omission occurring before the Petition Date relating to the Claim.

3. SPCP Group's Response to the Twenty-Fourth Omnibus Claims Objection shall be deemed withdrawn with prejudice.

4. The Joint Stipulation does not impact, alter or affect any other proofs of claim that SPCP Group filed or own against the Debtors and relates solely to those matters arising out of or related to the Claim.

So Ordered in New York, New York, this 27th day of August, 2008

/s/Robert D. Drain

UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND  
APPROVED FOR ENTRY:

/s/ John K. Lyons

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